

0100519002

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

15595-A

RECEIVED

FEB 9 1995

February 7, 1995

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) executed copies of an Amendment to Security Agreement, dated January 18, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Security Agreement duly filed with the Commission under Recordation Number 15595.

The names and addresses of the parties to the enclosed document are:

Debtor: ACF Industries, Incorporated  
3301 Rider Trail South  
Earth City, Missouri 63045

Secured Party: BNY Leasing Corporation  
(f/k/a Irving Leasing Corporation)  
1290 Avenue of the Americas  
New York, New York 10104

A description of the railroad equipment covered by the enclosed document is set forth in the Security Agreement as originally filed herein.

Mr. Vernon A. Williams  
February 7, 1995  
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", written in black ink.

Robert W. Alvord

RWA/bg  
Enclosures



Interstate Commerce Commission  
Washington, D.C. 20423-0001

Office Of The Secretary

Alvord And Alvord  
918 Sixteenth Street, NW., Ste. 200  
Washington, DC. 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/8/95 at 9:40AM and, and 9:50AM assigned recordation number(s). 15595-A and 18272-C.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100519002)  
(0100519001)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

RECORDATION NO. 15595-A FILED 1425

AMENDMENT TO SECURITY AGREEMENT

FEB 8 1995 - 9 40 AM

INTERSTATE COMMERCE COMMISSION  
Dated: January 18, 1995

ACF Industries, Incorporated ("Pledgor") and BNY Leasing Corporation, formerly known as Irving Leasing Corporation, ("Secured Party") hereby agree as follows:

1. The Security Agreement between Pledgor and Secured Party, dated as of April 20, 1988, which was duly filed and recorded on April 21, 1988 with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303(a) and assigned Recordation Number 15595~~4~~, (as amended and supplemented, the "Security Agreement") shall be and is hereby amended to provide that the definition of the term "Lease" set forth in Section 6.01(b) of the Security Agreement shall also include, without limitation, each lease by Pledgor to a lessee to the extent and only to the extent it relates to Equipment (as defined in the Security Agreement), including all renewals and extensions thereof.

2. Except as hereinabove provided, the Security Agreement and all related agreements, documents and instruments shall be and are hereby ratified and confirmed.

3. This Amendment is made pursuant to Paragraph 10(a) of the letter agreement between Pledgor and Secured Party, dated December 19, 1994.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their duly authorized officers as of the day and year first written above.

Very truly yours,

ACF INDUSTRIES, INCORPORATED

By: [Signature]

Title: Secretary & Treasurer

Agreed to:

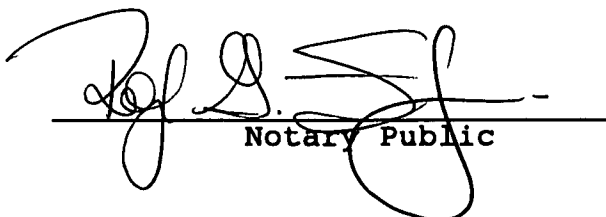
BNY LEASING CORPORATION

By: [Signature]

Title: Vice President

STATE OF NEW YORK     )  
                                      ) ss:  
COUNTY OF NEW YORK    )

On this <sup>6th</sup> ~~18th~~ day of <sup>February</sup> ~~January~~, 1995 before me personally appeared, Robert J. Mitchell, to me personally known, who being by me duly sworn, says that he resides at 3 Woodland Drive, Woodbury, New York 11797 and he is the Treasurer of ACF INDUSTRIES, INCORPORATED, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

ROBYN G. STEINBERG  
Notary Public, State of New York  
No. 01ST5026264  
Qualified in New York County  
Commission Expires April 18, 1996

STATE OF NEW YORK     )  
                                      ) ss:  
COUNTY OF NEW YORK    )

On this 18th day of January, 1995 before me personally appeared, EDWARD A. SIEGEL to me personally known, who being by me duly sworn, says that he resides at 3 Oakfield Rd., NORWALK CT and he is the Senior Vice-President of BNY LEASING CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

MARIE C. TORRISI  
Notary Public, State of New York  
No. 41-4659779  
Qualified in Manhattan & Queens Cty.  
Commission Expires May 31, 1995